

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018
847 318-7575



August 7, 1997

RECORDATION NO. 20818 FILED

AUG 18 '97 10-59 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD

AUG 18 10 59 AM '97

VIA FEDERAL EXPRESS

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, May 14, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Alaska Railroad Company
327 Ship Creek Avenue
Anchorage, AK 99501

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Please use the credit of \$24.00 for the recordation fee per my letter of July 28, 1997, a copy of which is enclosed for your reference. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Kathy Dombrowski".
Kathy Dombrowski
Manager-Documentation

Enclosures

ASSIGN: ARR001

AUG 18 '97

10-59 AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of May, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Alaska Railroad Corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of May 14, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: John J. ThomasName: John J. ThomasTitle: PresidentBy: Michelle BergName: Michelle BergTitle: Office Manager

[CORPORATE SEAL]

Executed on this 4 day of June, 1997.

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of June, 1997.

Michelle Berg
Notary Public

My Commission Expires:



LESSEE:

ALASKA RAILROAD CORPORATION

ATTEST:

By: Gonzalez

Name: Robert Gonzalez

By: _____

Title: MANAGER PURCHASING & Mktg.

Name: _____

Title: _____

Executed on this 23 day of May, 1997.

[CORPORATE SEAL]

STATE OF Alaska

COUNTY OF Anchorage

I, Cheryl A. Lautel, a Notary Public in and for said state and county, certify that Robert Gonzalez personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 23 day of May, 1997.

Cheryl A. Lautel
Notary Public

My Commission Expires:

7-18-97
(Notary Public)

EXHIBIT A
to
Memorandum of Lease

NOKL	725000
NOKL	725001 ✓
NOKL	725002 ✓
NOKL	725004 ✓
NOKL	725005 ✓
NOKL	725006 ✓
NOKL	725009 ✓
NOKL	725010 ✓
NOKL	725014 ✓
NOKL	725015 ✓
NOKL	725016 ✓
NOKL	725017 ✓
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NOKL	725038 ✓
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